

RECORDATION NO. 27694 - ^A FILED

JUN 18 '10 -11 35 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 18, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of June 18, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement - Chattel Mortgage previously filed with the Board under Recordation Number 27694.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, Rhode Island 02903

Assignee: CapitalSource Bank
4445 Willard Avenue
Chevy Chase, Maryland 20815

Chief, Section of Administration
June 18, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is

291 railcars within the series SHPX 208837 - SHPX 221890 and SHPX 432500 - SHPX 454674 as more particularly set forth in the attachment to the document

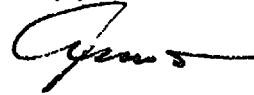
A short summary of the document to appear in the index is

Memorandum of Assignment.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

RWA/bhs
Enclosures

JUN 18 '10 -11 35 AM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 18th day of June, 2010 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of One Financial Plaza, Providence, RI 02903 ("Assignor") and CapitalSource Bank, a California industrial bank with an address at 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Contract (the "Assignment") dated as of the date hereof;

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Secured Promissory Note dated October 17, 2008 issued by American Railcar Leasing LLC as borrower (the "Borrower") to Assignor as lender (as amended by that certain Amendment No. 1, dated as of November 6, 2008, the "Note"), issued pursuant to that certain Term Loan Agreement ("Loan Agreement") and that certain Security Agreement - Chattel Mortgage ("Security Agreement"), each dated as of October 17, 2008, and each by and between Assignor as secured party, and Borrower relating to 291 railcars (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in the Security Agreement filed with the Surface Transportation Board on October 17, 2008 and assigned Recordation No. 27694;

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Note, the Loan Agreement, the Security Agreement, and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

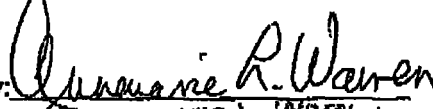
The terms and provisions of the Assignment and the Note, the Loan Agreement, and the Security Agreement are more particularly set forth in the Assignment, the Note, the Loan Agreement, and the Security Agreement referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 
Name: Stephanie R. Warren
Title: Vice President

Assignee:
CAPITALSOURCE BANK

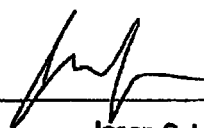
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: _____
Name: _____
Title: _____

Assignee:
CAPITALSOURCE BANK

By:  _____
Name: Jason Schwartz
Title: Banking Officer

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 10th day of June, 2010 before me appeared Annemarie L. Warren, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation

[Seal]

Rex Batuff
Notary Public

My Commission expires;

April 18, 2014

STATE OF OHIO)
) ss.
COUNTY OF _____)

On this ____ day of June, 2010, before me, the undersigned notary public, personally appeared _____, a _____ for CAPITALSOURCE BANK, a California Industrial Bank known to be the person whose name is signed on the preceding document, and acknowledged to me that (s)he signed it voluntarily for its stated purpose.

(official signature and seal of notary)

Rhonda K. Kellogg
(official signature and seal of notary)

SCHEDULE A

| Lessee Code | Contract | Rptg Mark | Car Number |
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| Number of Cars. | 291 |
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated JUNE 18 2010



Robert W. Alvord